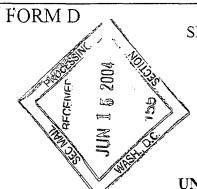
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated Average burden hours per response 16.00

SEC	USE	ONLY	

Prefix

Serial

DATE RECEIVED

Name of Offering (: check if this is an amendment and name has changed, and indicate change.) Offering of Series A Convertible Preferred Stock	
Filing Under (Check box(es) that apply)://: Rule 504 // Rule 505 /X/: Rule 506 Type of Filing: /X/: New Filing : // Amendment	:// Section 4(6) //: ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (: check if this is an amendment and name has changed, and indicate change.)	04032982
Franklin Fuel Cells, Inc.	V 1002302
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
435 Devon Park Drive, 700 Building, Wayne, PA 19087	(610) 254-4141
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Development and production of alternative fuel cell technologies	PROCESSE

Type of Business Organization

: /X/ corporation //: limited partnership, already formed //: other (plea //: business trust //: limited partnership, to be formed

//: other (please specify):

JUN 17 2004

77. humaed partnership, to be form

THOMSON FINANCIAL

	Mo	nth		Ye	ear	_				
Actual or Estimated Date of Incorporation or Organization:	1	0		0	1		:/ X / A	ctual		: Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbrev CN for Canada; FN for other foreign jurisd						or State:	D	Е	•	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers;
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: /X/: Promoter :/X/ Beneficial Owner :/X/ Executive Officer :/X/ Director // General and/or Managing Partner

Full Name (Last name first, if individual)

Wayne E. Gardner

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087

Check Box(es) that Apply: // Promoter :// Beneficial Owner :/X/ Executive Officer :/X/ Director // General and/or Managing Partner

Full Name (Last name first, if individual)

Roger Carolin

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087

Check Box(es) that Apply: //: Promoter :// Beneficial Owner //: Executive Officer :/ X / Director //: General and/or Managing Partner

Full Name (Last name first, if individual)

David P. Kelly

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087

Check Box(es) that Apply: // Promoter :/X/ Beneficial Owner //; Executive Officer /X/ Director //: General and/or Managing Partner

Full Name (Last name first, if individual)

David Lincoln

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087

SEE CONTINUATION PAGE 2A

CONTINUATION PAGE 2A

Check Box(es) that Apply: //: Promoter :/ X / Beneficial Owner //: Executive Officer //: Director //: General and/or Managing Partner Full Name (Last name first, if individual) EnerTech Capital Partners II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087 Check Box(es) that Apply: //: Promoter :// Beneficial Owner //: Executive Officer /X/: Director //: General and/or Managing Partner Full Name (Last name first, if individual) Frank P. Slattery, Jr. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087 Check Box(es) that Apply: //: Promoter :/ X / Beneficial Owner //: Executive Officer //: Director //: General and/or Managing Partner Full Name (Last name first, if individual) ECP II Interfund L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087 Check Box(es) that Apply: //: Promoter :/ X / Beneficial Owner //: Executive Officer //: Director //: General and/or Managing Partner Full Name (Last name first, if individual) University of Pennsylvania

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Franklin Fuel Cells, Inc., 435 Devon Park Drive, 700 Building, Wayne, PA 19087

				В.	INFORM	ATION AB	OUT OFFER	RING				
1.	Has the iss	ier sold or	does the issue	r intend to	sell to non	-accredited	nvectors in th	is offering?			Yes	No X
1.	rias the issi		ilso in Appen					ns offering?	•••••	***************************************		Λ
2. What is the minimum investment that will be accepted from any individual?									\$25,000			
3.	Does the offering permit joint ownership of a single unit?									Yes X	No	
4.	If a person or states, li- broker or d	n or similar to be listed st the name ealer, you m	remuneration is an associat of the broker hay set forth the	for solicitated person of dealer.	ation of pu or agent of If more tha	rchasers in c a broker or c n five (5) pe	onnection wi dealer register rsons to be li	or given, dire th sales of sec red with the S sted are assoc	curities in th EC and/or v	e offering.		
Full	Name (Last	name first, i	f individual)									
Busi	ness or Resid	dence Addre	ss (Number a	nd Street, (City, State,	Zip Code)						
Nam	ne of Associa	ted Broker o	or Dealer									
			d Has Solicite			Purchasers						
(Che		es" or check [AZ]	individual St [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	:A [GA]	Il States [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
- [RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last	name first,	if individua)	-							
	,		if individual		City, State,	Zip Code)						
Busi	,	dence Addre	ess (Number a		City, State,	Zip Code)		,				
Busi Nam State	ness or Resid	dence Addre ted Broker o	ess (Number a or Dealer d Has Solicite	nd Street, (s to Solicit	Purchasers						
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Nam State (Che	ness or Residue of Associa es in Which Feck "All State] [AK]	dence Addre ted Broker o Person Liste es" or check	ess (Number a or Dealer d Has Solicite individual St	nd Street, (s to Solicit	Purchasers						[ID]
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Nam State (Che [AL [IL]	ness or Residue of Associa es in Which Feck "All State [IN] [IN]	dence Addre ted Broker of Person Liste es" or check [AZ] [IA]	or Dealer d Has Solicite individual St [AR]	nd Street, (ord or Intendates)	s to Solicit [CO] [LA]	Purchasers [CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[MO]
Nam State (Che [AL [IL] [MT	ness or Residence of Associa es in Which Feek "All State [IN] [IN] [NE] [SC]	ted Broker of Person Listers" or check [AZ] [IA] [NV] [SD]	or Dealer d Has Solicite individual St [AR] [KS]	nd Street, (or Intendates)	s to Solicit [CO] [LA] [NM]	Purchasers [CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[MO] [PA]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Already Sold Offering Price Debt..... Equity \$3,000,000 \$909,742 X Common Preferred* *Convertible into shares of Common Stock Convertible Securities (including warrants) Partnership Interests) Other (Specify _ Total \$3,000,000 \$909,742 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 19 \$909,742 Non-Accredited Investors 0 \$0 If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 Regulation A Rule 504 Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... Printing and Engraving Costs Legal Fees \$50,000 Х Accounting Fees

Х

\$50,000

Sales Commission (specify finders' fees separately).....

Total

Other Expenses (identify) ____

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND I	USE OF PROCE	EDS
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>2,950,000</u>
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.		
	Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees	: \$:
Purchase of real estate	: \$: \$
Purchase, rental or leasing and installation of machinery and equipment	: \$: \$
Construction or leasing of plant buildings and facilities		: S
may be used in exchange for the assets or securities of another issuer pursuant to a merger)		. 3
Repayment of indebtedness	<u> </u>	:
Working capital	: \$	X \$ <u>2,950,000</u>
Other (specify):	: \$:
	\$: \$
Column Totals	. : \$ <u>0</u>	X \$2,950,000
Total Payments Listed (column totals added)	. X \$	2,950,000
•		
D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities are request of its staff, the information furnished by the issuer to any non-accredited investor purson.	nd Exchange Comr	mission, upon written
Issuer (Print or Type) Franklin Fuel Cells, Inc. Signature Wayu Signature	Oa Da	nte 06 /09 /04
Name of Signer (Print or Type) Wayne E. Gardner Title of Signer (Print or Type) Vice President and Treasurer		7 /

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)